

UNITED STATES OF AMERICA
Before The
OFFICE OF THRIFT SUPERVISION

<u>In the Matter of</u>)	
)	
STEPHANIE WALLS,)	Re: Order No. NE-06-08
)	
A Former Employee of)	Dated: July 7, 2006
)	
Sovereign Bank,)	
Wyomissing, Pennsylvania)	
)	
(OTS No. 04410))	

STIPULATION AND CONSENT TO
ISSUANCE OF AN ORDER OF PROHIBITION

WHEREAS, the Office of Thrift Supervision ("OTS"), based upon information derived from the exercise of its regulatory responsibilities, has informed Stephanie Walls ("Walls"), a former employee of Sovereign Bank, Wyomissing, Pennsylvania ("Sovereign" or the "Institution") that the OTS is of the opinion that grounds exist to initiate an administrative prohibition proceeding against Walls pursuant to 12 U.S.C. § 1818(e);¹ and

WHEREAS, Walls desires to cooperate with the OTS to avoid the time and expense of such administrative litigation and, without admitting or denying that such grounds exist and without any adjudication on the merits, but admitting the statements and conclusions in Paragraph 1 below, and subject to Rule 408 of the Federal Rules of Evidence, hereby stipulates and agrees to the following terms:

¹ All references in this Stipulation and Consent to Issuance of an Order of Prohibition ("Stipulation") are to the United States Code as amended.

Walls Stipulation and Consent

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1. Jurisdiction.

(a) Sovereign, at all times relevant hereto, was a "savings association" within the meaning of 12 U.S.C. § 1813(b) and 12 U.S.C. § 1462(4). Accordingly, Sovereign was an "insured depository institution" as that term is defined in 12 U.S.C. § 1813(c).

(b) Walls, as a former employee of Sovereign, is an "institution-affiliated party" as that term is defined in 12 U.S.C. § 1813(u), having served in such capacity within 6 years of the date hereof. *See* 12 U.S.C. § 1818(i)(3).

(c) Pursuant to 12 U.S.C. § 1813(q), the OTS is the "appropriate Federal banking agency" with jurisdiction to maintain an enforcement proceeding against a savings association's institution-affiliated parties. Therefore, Walls is subject to the authority of the OTS to initiate and maintain administrative prohibition proceedings against her pursuant to 12 U.S.C. § 1818(e).

2. OTS Findings of Fact.

The OTS finds that:

(a) From on or about February 2004 through on or about December 8, 2005, while Walls was an employee at Sovereign, she engaged in numerous violations of laws and regulations, unsafe and unsound practices, and breaches of fiduciary duty by facilitating unauthorized withdrawals from customer accounts. Specifically, on more than 200 occasions, Walls credited her personal accounts or the accounts of members of her family with funds that were not due to her or them. In order to conceal the improper credits, Walls debited Sovereign general ledger accounts in corresponding amounts;

(b) By her conduct, Walls caused a financial loss or other damage to Sovereign, prejudiced the interests of Sovereign's depositors, and received financial gain or other benefit; and

(c) Walls' actions involved personal dishonesty and/or willful or continuous disregard for the safety and soundness of Sovereign.

3. Consent.

Walls consents to the issuance by the OTS of the accompanying Consent Order of Prohibition ("the Order"). Walls further agrees to comply with the terms of the Order upon issuance and stipulates that the Order complies with all requirements of law.

4. Finality.

The Order is issued by the OTS under the authority of 12 U.S.C. § 1818(e). Upon its issuance by the Regional Director or designee for the Northeast Region, OTS, the Order shall be final, effective, and fully enforceable by the OTS under the provisions of 12 U.S.C. § 1818(e).

5. Waivers.

Walls waives the following:

- (a) The right to be served with a written notice of the OTS's additional charges against her;
- (b) The right to an administrative hearing of the OTS's charges against her;
- (c) The right to seek judicial review of the Order, including, without limitation, any such right provided by 12 U.S.C. § 1818(h), or otherwise, to challenge the validity of the Order; and
- (d) Any and all claims against the OTS, including its employees and agents, or any other governmental entity for the award of fees, costs, or expenses related to this OTS enforcement matter or the Order, whether arising under common law, the Equal Access to Justice Act, 5 U.S.C. § 504, or 28 U.S.C. § 2412.

6. Indemnification.

Walls shall neither cause nor permit Sovereign or any holding company, subsidiary, or service corporation thereof to incur, directly or indirectly, any expense for any legal or other professional expenses incurred relative to the negotiation and issuance of the Order. Nor shall Walls obtain any indemnification (or other reimbursement) from Sovereign or any holding company, subsidiary, or service corporation thereof with respect to any amounts paid for restitution, reimbursement, or penalties. Any such payments received from or on behalf of Walls

in connection with this action shall be returned to Sovereign (if Sovereign made such payment) or the holding company, subsidiary, or service corporation that made such payment.

7. Other Government Actions Not Affected.

(a) Walls acknowledges and agrees that her consent to the issuance of the Order is for the purpose of resolving any and all claims or causes of action that the OTS has or may have against Walls as of the effective date of the Order and any and all claims or causes of action that Walls has or may have against the OTS or its Director, employees, or agents as of the effective date of the Order, and does not release, discharge, compromise, settle, dismiss, resolve, or in any way affect any actions, charges against, or liability of Sovereign that arise pursuant to the subject matter of this action or otherwise, and that may be or have been brought by any other government entity other than the OTS, including without limitation the United States Department of Justice.

(b) By signing this Stipulation, Walls agrees that she will not assert this proceeding, her consent to the issuance of the Order, and/or the issuance of the Order, as the basis for a claim of double jeopardy in any pending or future proceeding brought by the United States Department of Justice or any other Federal or state governmental entity.

8. Agreement for Continuing Cooperation

Walls agrees that, at the OTS's written request, without service of a subpoena, she will provide discovery and will testify truthfully at any judicial or administrative proceeding related to any investigation, litigation, or other proceeding maintained by OTS relating to Sovereign or its institution-affiliated parties, except that Walls does not waive any privilege against self-incrimination under the Fifth Amendment of the United States Constitution. If Walls invokes her privilege against self-incrimination under the Fifth Amendment of the United States Constitution and the OTS obtains a grant of immunity pursuant to 18 U.S.C. § 6001 *et seq.*, Walls agrees, consistent with any such grant of immunity, to provide discovery and to testify truthfully at any judicial, administrative, or investigative proceeding for which immunity is given.

9. Acknowledgement of Criminal Sanctions

Walls acknowledges that this Stipulation and the Order are subject to the provisions of 12 U.S.C. § 1818(j).

10. Miscellaneous

(a) The construction and validity of this Stipulation and the Order shall be governed by the laws of the United States of America;

(b) All references to the OTS in this Stipulation and the Order shall also mean any of the OTS's predecessors, successors, and assigns;

(c) The section and paragraph headings in this Stipulation and the Order are for convenience only, and such headings shall not affect the interpretation of this Stipulation or the Order;

(d) The terms of this Stipulation and the Order represent the final written agreement of the parties with respect to the subject matters hereof, and constitute the sole agreement of the parties with respect to such subject matters; and

(e) This Stipulation and the Order shall remain in effect until terminated, modified, or suspended in writing by the OTS, acting through its Director, Regional Director, or other authorized representative.

WHEREFORE, Walls executes this Stipulation and Consent to Issuance of an Order of Prohibition, intending to be legally bound hereby.

By:

Accepted by:
Office of Thrift Supervision

/s/Stephanie Walls
Stephanie Walls

/s/Robert C. Albanese
Robert C. Albanese
Northeast Regional Director

Dated: Stephanie Walls

Dated: July 7, 2006

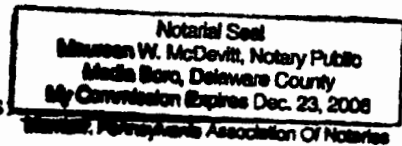
ACKNOWLEDGMENT

State of Pennsylvania
County of Delaware

On this 26th day of June, 2006 before me, the undersigned notary public, personally appeared Stephanie Walls and acknowledged her execution of the foregoing Stipulation and Consent to issuance of an Order of Prohibition.

/s/
Notary Public

My Commission expires



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A Former Employee of)	Dated: July 7, 2006
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<u>(OTS No. 04410)</u>)	

ORDER OF PROHIBITION

WHEREAS, Stephanie Walls ("Walls") has executed a Stipulation and Consent to the Issuance of an Order of Prohibition ("Stipulation"); and

WHEREAS, Walls by her execution of the Stipulation, has consented and agreed, without admitting or denying the OTS Findings of Fact, to the issuance of this Consent Order of Prohibition ("Order") by the Office of Thrift Supervision ("OTS"), pursuant to 12 U.S.C. § 1818(e);

NOW, THEREFORE, IT IS ORDERED THAT:

1. Walls, except upon the prior written consent of the OTS, acting through its Director or an authorized representative, and any other "appropriate Federal Financial institutions regulatory agency," for purposes of 12 U.S.C. § 1818(e)(7)(B)(ii), shall not:

(a) Hold any office in, or participate in any manner in the conduct of the affairs of, any institution or agency specified in 12 U.S.C. § 1818(e)(7)(A), including, but not limited to:

(i) Any insured depository institution, e.g., savings and loan

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associations, savings banks, national banks, trust companies, and other banking institutions;

- (ii) Any institution treated as an insured bank under 12 U.S.C. § 1818(b)(3) or § 1818(b)(4), or as a savings association under 12 U.S.C. § 1818(b)(9), *e.g.*, subsidiaries and holding companies of banks or savings associations;
- (iii) Any insured credit union under the Federal Credit Union Act, 12 U.S.C. §§ 1781 *et seq.*;
- (iv) Any institution chartered under the Farm Credit Act of 1971, 12 U.S.C. §§ 2001 *et seq.*;
- (v) Any "appropriate Federal depository institution regulatory agency," within the meaning of 12 U.S.C. § 1818(e)(7)(D); and
- (vi) The Federal Housing Finance Board or any Federal home loan bank;

(b) Solicit, procure, transfer, attempt to transfer, vote, or attempt to vote any proxy, consent, or authorization with respect to any voting rights in any institution described in 12 U.S.C. § 1818(e)(7)(A);

(c) Violate any voting agreement previously approved by the "appropriate Federal banking agency" within the meaning of 12 U.S.C. § 1813(q); or

(d) Vote for a director, or serve or act as an "institution-affiliated party," as that term is defined at 12 U.S.C. § 1813(u), *e.g.*, a director, officer, employee, controlling stockholder of, or agent for, an insured depository institution.

2. This Order is subject to the provisions of Section 8(j) of the Federal Deposit Insurance Act, 12 U.S.C. § 1818(j).

3. The Stipulation is made a part hereof and is incorporated herein by this reference.

4. Walls shall promptly respond to any request from the OTS for documents or information that the OTS reasonably requests to demonstrate compliance with this Order.

5. This Order is and shall become effective on the date it is issued, as shown in the caption hereof. The Stipulation and this Order shall remain in effect until terminated, modified, or suspended in writing by the OTS, acting through its Director, Regional Director, or other authorized representative. Walls shall have the right to apply for the termination of this Order, said application to be submitted to the OTS in the manner and form it deems appropriate. Any decision on any such application shall be made in a manner consistent with the policies and procedures of the OTS and subject to its sole discretion.

OFFICE OF THRIFT SUPERVISION

By: /s/Robert C. Albanese
Robert C. Albanese
Northeast Regional Director